

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

CANNON Y. HARVEY
VICE PRESIDENT AND GENERAL COUNSEL

JOHN J. CORRIGAN
GENERAL COUNSEL-LITIGATION

LOUIS P. WARCHOT
ASSISTANT GENERAL COUNSEL

JOHN MACDONALD SMITH
SENIOR GENERAL ATTORNEY

FACSIMILE
GENERAL (415) 495-5436
LITIGATION (415) 541-1734

WRITER'S DIRECT DIAL NUMBER

(415) 541-1757

December 12, 1991

ROBERT S. BOGASON
DAVID W. LONG
CAROL A. HARRIS
LELAND E. BUTLER
GARY A. LAAKSO
STEPHEN A. ROBERTS
JAMES M. EASTMAN
KEVIN D. JONES
WAYNE M. BOLIO
JOHN D. FEENEY
GENERAL ATTORNEYS

ROBERT E. PATTERSON
CECELIA C. FUSICH
ATTORNEYS

RECORDATION NO. 10265-8
FILED 102

DEC 26 1991 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 10265-8
FILED 102

DEC 26 1991 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

RE: I.C.C. Finance Docket No. 28966 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series 74

Dear Mr. Strickland:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Twelfth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of December 2, 1991, creating Southern Pacific Transportation Company Equipment Trust, Series 74. The enclosed documents are secondary documents, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of April 1, 1979, recorded on April 6, 1979, at 11:10 AM, assigned Recordation No. 10265;

First Supplement to Equipment Trust Agreement dated as of August 15, 1979, recorded on August 20, 1979, at 3:30 PM, assigned Recordation No. 10265-A;

Second Supplement to Equipment Trust Agreement dated as of October 15, 1979, recorded on November 5, 1979, at 2:55 PM, assigned Recordation No. 10265-B;

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Third Supplement to Equipment Trust Agreement dated as of February 29, 1980, recorded on March 6, 1980, at 2:45 PM, assigned Recordation No. 10265-C;

Fourth Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 12, 1982, at 1:00 PM, assigned Recordation No. 10265-D;

Fifth Supplement to Equipment Trust Agreement dated as of October 31, 1983, recorded on December 6, 1983, at 2:40 PM, assigned Recordation No. 10265-E;

Sixth Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 10265-F;

Seventh Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 10265-G;

Eighth Supplement to Equipment Trust Agreement dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 10265-H;

Assignment and Transfer of Certain Road Equipment dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 10265-I;

Ninth Supplement to Equipment Trust Agreement dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 10265-J;

Assignment and Transfer of Certain Road Equipment dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 10265-K;

Tenth Supplement to Equipment Trust Agreement dated as of June 15, 1988, recorded on August 1, 1988, at 3:20 PM, assigned Recordation No. 10265-L;

Assignment and Transfer of Certain Road Equipment dated as of June 15, 1988, recorded on August 1, 1988, at 3:20 PM, assigned Recordation No. 10265-M;

Eleventh Supplement to Equipment Trust Agreement dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 10265-N; and

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Assignment and Transfer of Certain Road Equipment dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 10265-0.

In connection with the recording of the Twelfth Supplement and Assignment and Transfer, each dated as of December 2, 1991, to the Equipment Trust Agreement dated as of April 1, 1979, the following information is set forth:

Name and Address of Trustee - Lessor:

CoreStates Bank, N.A. (formerly First
Pennsylvania Bank, N.A.)
510 Walnut Street
Philadelphia, Pennsylvania 19106

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

A description of the railroad equipment covered by the Twelfth Supplement is set forth in Attachment A attached thereto; and the railroad equipment covered by the Assignment and Transfer is set forth in Attachment A attached thereto.

Also enclosed is a check in the amount of \$32 to cover the required recordation fees.

When the recording of the Twelfth Supplement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you and return four (4) of the same to the undersigned.


A short summary of the enclosed documents to appear in the Commission's index is:

Twelfth Supplement to Equipment Trust Agreement dated as of December 2, 1991, between Southern Pacific Transportation Company ("SPT"), as Lessee, and CoreStates Bank, N.A. ("CoreStates"), as Trustee, covering boxcars and a locomotive; and Assignment and Transfer of Certain Road Equipment dated as of December

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2, 1991, between SPT and CoreStates covering boxcars
and a locomotive.

Very truly yours,


Lenona Young
Legal Assistant

Enclosures

102605
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INTERSTATE COMMERCE COMMISSION

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SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST
SERIES 74

TWELFTH
SUPPLEMENT TO EQUIPMENT TRUST
Dated as of December 2, 1991

CORESTATES BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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SUPPLEMENT TO EQUIPMENT TRUST, dated as of the second day of December, 1991, between CORESTATES BANK, N.A. (formerly First Pennsylvania Bank, N.A.), a national banking association duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and SOUTHERN PACIFIC TRANSPORTATION COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of April 1, 1979, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 74 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to the Company; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the unsuitable railroad equipment; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That CoreStates Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for

and in consideration as well as the sum of one dollar (\$1.00) to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series 74, the railroad equipment described in Attachment A hereto and incorporated herein by reference.

TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

This Twelfth Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and

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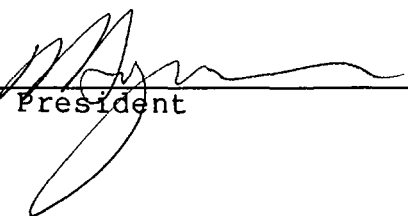
*

their respective corporate seals to be hereunto affixed, duly
attested, as of the day and year first above written.

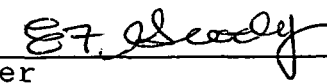
CORESTATES BANK, N.A., Trustee

By 
Corporate Trust Officer


Attest:


Vice President

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By 
Treasurer

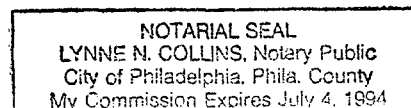
Attest:


Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
CITY AND COUNTY OF PHILADELPHIA)

On this 23rd day of December, 1991,, before me personally appeared CATHY WIEDECKE, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of CORESTATES BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said bank; that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Lynne N. Collins
Notary Public



BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
GENERAL MOTORS CORP. (EMD)	SP 006302	SP	EF425 K1	6511	7908
PACIFIC CAR & FOUNDRY (PCF)	SP 698325	SP	70 TON BOX	6812	8011
PACIFIC CAR & FOUNDRY (PCF)	SP 698362	SP	70 TON BOX	6901	8011
PACIFIC CAR & FOUNDRY (PCF)	SP 698394	SP	70 TON BOX	6901	8011

THE ABOVE EQUIPMENT IS STANDARD-GAUGE RAILROAD EQUIPMENT OTHER THAN PASSENGER CARS AND WORK EQUIPMENT.

ATTACHMENT A

TOTAL 4 UNITS